

The Commonwealth of Massachusetts

PAUL GUZZI

Secretary of the Commonwealth

STATE HOUSE, BOSTON, MASS. 02133

RESTATED ARTICLES OF ORGANIZATION

General Laws, Chapter 180, Section 7

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of members or stockholders adopting the restated articles of organization. The fee for filing this certificate is ~~\$30.00~~ \$25.00. Make check payable to the Commonwealth of Massachusetts.

We, David O. Ives
M. Peter Downey

President/ ~~WILLIAMSON~~ and
Clerk/ ~~WILLIAMSON~~ of

WGBH Educational Foundation

(Name of Corporation)

located at 125 Western Avenue, Boston, Massachusetts 02134

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on October 1, 1975 by all members of the corporation. The members of the corporation are: James H. [illegible] and [illegible] who are the only members of the corporation. In the case of a corporation, the name of the corporation is [illegible] and the name of the holder of the stock is [illegible]. The corporation was organized pursuant to a Consent Action, dated February 10, 1976, signed by all of the members of the corporation.

1. The name by which the corporation shall be known is:
WGBH Educational Foundation
2. The purposes for which the corporation is formed are as follows:-

See continuation sheets 2A-2C.

NOTE: If provisions for which the space provided under Articles 2, 3 and 4 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8½" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

2A

The purposes of the Corporation are as follows: To promote education by broadcasting by radio, television or other means, or by otherwise disseminating information and historical, literary, scientific, medical, artistic, musical and other cultural material and programs. In furtherance and not in limitation of the foregoing, the Corporation shall have the following powers:

(1) the power to be a partner in any enterprise which the Corporation would have the power to conduct by itself;

(2) to have perpetual succession in its corporate name;

(3) to sue and be sued;

(4) to have a corporate seal, which it may alter at pleasure;

(5) to elect or appoint trustees, directors, officers, employees and other agents, to fix their compensation and define their duties and obligations, and to indemnify such corporate personnel;

(6) to purchase, receive, take or accept by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ use and otherwise deal in and with, any real or personal property, or any interest therein, wherever situated;

(7) unless expressly forbidden by the terms of gift, to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of its property, or any interest therein, wherever situated;

(8) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use, invest and reinvest the funds of the Corporation and otherwise deal in and with, bonds, evidences of indebtedness and other obligations, shares, or other securities or interests or property, real and personal, secured or unsecured, issued by others, whether engaged in similar or different business, governmental, or other activities;

(9) to make or enter into contracts, leases and other arrangements, give guarantees and incur liabilities, obtain and hold licenses and permits, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security in, all or any of its property or any interest therein, wherever situated;

(10) to lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(11) to do business, carry on its operations, and have offices and exercise the powers granted by this chapter in any jurisdiction within or without the United States;

(12) to make donations, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic or similar purposes, and in time of war or other national emergency in aid thereof;

(13) to pay pensions, establish and carry out pension, profit-sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its trustees, directors, officers and employees, and for any or all of the trustees, directors, officers and employees of any corporation, fifty percent or more of the shares of which outstanding and entitled to vote on the election of trustees or directors are owned, directly or indirectly, by it;

(14) to construct, maintain and operate buildings and facilities;

(15) to participate as a subscriber in the exchanging of insurance contracts specified in section ninety-four B of chapter one hundred and seventy-five of the General Laws of the Commonwealth of Massachusetts;

(16) to be an incorporator of other corporations of any type or kind;

(17) to hold real and personal estate to an unlimited amount;

(18) to solicit, receive and hold, in trust or otherwise, gifts, grants, contributions, and bequests, and to engage in fund-raising activities;

(19) to have, in furtherance of its corporate purposes, all of the powers conferred upon corporations organized under chapter one hundred and eighty of the General Laws of the Commonwealth of Massachusetts, subject to any limitations thereof contained in these Articles of Organization or in any chapter of the General Laws of the Commonwealth of Massachusetts; and

(20) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is formed; provided that no such power shall be exercised in a manner inconsistent with chapter one hundred and fifty-six B, chapter one hundred eighty or any other chapter of the General Laws of the Commonwealth of Massachusetts.

3. If the corporation has more than one class of members, the designation of such classes, the manner of election or appointment, the duration of membership and the qualification and rights, including voting rights, of the members of each class, are as follows:—

Not applicable.

- 4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:—

See continuation sheets 4A-4B.

(1) None of the assets of the corporation shall be divided among its trustees or officers and no part of the net earnings shall inure to the benefit of any individual or be used or appropriated for other than the purposes of the corporation herein set forth and no part of the activities of the corporation shall be to carry on propaganda, or otherwise attempt to influence, legislation.

(2) Except as otherwise required by law, these Articles of Organization may, from time to time, be amended by the vote of two thirds of the members of the Corporation, provided that no amendment shall authorize or permit the Corporation to be operated otherwise than exclusively for religious, charitable, scientific, literary or educational purposes.

(3) The corporation may, at any time, dissolve by the affirmative vote of at least a majority of the trustees, provided that on such dissolution all the net assets of the corporation shall be distributed only to one or more educational or other charitable institutions incorporated in the Commonwealth of Massachusetts.

(4) No power shall be exercised in a manner inconsistent with chapter 180 or other chapter of the General Laws of the Commonwealth of Massachusetts.

(5) The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions permitted by chapter 180 of said General Laws in furtherance of the foregoing purposes.

(6) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of

any subsequent Federal tax law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent tax law).

(7) The Trustees shall have the power to make, amend or repeal the By-Laws to the extent specified therein.

(8) Meetings of Members may be held anywhere within the United States.

(9) Neither the Trustees, nor any Members or officers, shall have power to bind the Members or the individual Trustees or officers of the Corporation, personally. All persons or corporations extending credit to, contracting with, or having claims against the Corporation, shall look only to the funds and property of the Corporation for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation, so that neither the Members nor the Trustees nor the officers, present or future, shall be personally liable therefor.

"We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles

("If there are no such amendments, state "None".)

1. The article relating to the purposes of the corporation. (Article 2)
2. The article relating to the additional lawful provisions for the conduct and regulation of the business corporation, for its voluntary dissolution and for limiting, defining and regulating the powers of the corporation and its board of trustees and officers. (Article 4)

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereto signed our names this

Thirtieth

day of

March,

in the year 1975

David O. Ives

David O. Ives

President/~~XXXXXX~~

M. Peter Downey

M. Peter Downey

Clerk/~~XXXXXX~~

20378

RECEIVED

MAR 30 1976

RECORDED & INDEXED
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

RESTATED ARTICLES OF ORGANIZATION

(General Laws, Chapter 180, Section 7)

I hereby approve the within restated articles of organization and, the filing fee in the amount of ~~\$25.00~~ ^{30.00} having been paid, said articles are deemed to have been filed with me this ^{30th} day of ^{March} 19 ⁷⁶

X Paul Guzzi
~~*John F. [illegible]*~~

PAUL GUZZI

Secretary of the Commonwealth

State House, Boston, Mass.

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE SENT

TO

Antonia H. Chayes, Esq.

Nessen & Csaplar

One Winthrop Square

Boston, Massachusetts 02110

357-4400

Copy Mailed APR 5 1976